

# **Bowie Chamber of Commerce**

## **Bylaws - Last updated: January 12, 2021**

### **Article I – Name**

#### **Section 1. Name**

This organization is incorporated under the laws of the State of Texas and shall be known as the Bowie Chamber of Commerce, Inc. (the “Chamber”). The offices of this organization shall be located at within the boundaries of the City of Bowie, Montague County, Texas.

### **Article II – Purpose**

#### **Section 1. Purpose**

The Chamber is organized for the purpose of advancing the economic, industrial, professional, cultural, and civic welfare to the benefit of the citizenship of the City of Bowie and the surrounding community.

#### **Section 2. Bowie Area**

The Bowie area shall include the City of Bowie and all the surrounding territory, that may from time-to-time desire to unite for the unified development and growth as outlined in Article II, Section 1.

#### **Section 3. Limitations**

- A. The Chamber shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.
- B. The Chamber shall be non-partisan and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for office in city, county, state or nation. This limitation does not preclude the Chamber’s Board of Directors from evaluating political issues as they may affect Chamber objectives or policies and from recommending political action to the membership or making the Chamber’s views known to various governmental or media entities.

### **Article III – Membership**

#### **Section 1. Eligibility**

Any person, association, corporation, partnership having an interest in the stated purpose of the Chamber, Article II, Section 1, shall be eligible to apply for membership.

#### **Section 2. Application**

Application for membership form shall be provided for any applicant that desires to join the Chamber. Any applicant shall become a member upon the Chamber receiving a completed membership form and payment of regularly scheduled investment/dues as

provided in Article III, Section 3. The exception will be when a question is raised about an applicant, and membership refused by a vote of two-thirds (2/3) of the Board of Directors.

**Section 3. Investment/Dues**

- A. Membership investment/dues shall be at such a rate or rates, schedules or formulas as may be from time to time prescribed by the Board of Directors, payable annually in advance.
- B. Increases and/or decreases in members' investment/dues will require a majority vote of approval by the Board of Directors.

**Section 4. Voting**

Each member shall be entitled to one vote. Members may register proxies in writing to the Executive Director of the Chamber prior to the announced meeting.

**Section 5. Exclusion**

Any member who is in arrears in their investment/dues more than 60 days shall be automatically suspended and excluded from the privilege of membership, until that member's investment/dues are up to date.

**Section 6. Resignation**

Any member may resign from the Chamber by letter addressed to the Board of Directors.

**Article IV – Board of Directors**

**Section 1. Duties**

- A. The governing and policy making responsibilities of the Chamber shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.
- B. The Board of Directors shall have the power in the name of the corporation to conduct all businesses of the Chamber.
- C. The Board of Directors shall be composed of no less than 9 members and no more than 15.

**Section 2. Elected Directors**

- A. The Board of Directors shall be composed of 15 elected members, not including the outgoing President, 5 of whom shall be elected annually to serve for 3 years, or until their successors are elected and qualified. No director may be re-elected after serving a full election term until 1 year has elapsed.
- B. The only exemption to this Section will be if the President elect is serving the last of their elected 3-year term, then and then only will that person be permitted to serve an additional year as President and as a member of the Executive Committee as provided for in Article IV, Section 3.

**Section 3. Immediate Past President**

For continuity purposes, the retiring President, shall automatically continue for the next consecutive year as a member of the Board of Directors and as a member of the

Executive Committee with full rights and responsibilities thereof. The President shall determine his or her duties and responsibilities and may from time to time assign them special projects or functions.

#### **Section 4. Nomination & Election Procedures**

- A. The President, at the regular meeting no later than November of each year, shall appoint a Nominating Committee of not less than 3 members. Their duties shall be to submit to the Executive Director of the Chamber, not later than 15 days prior to the regularly scheduled meeting of December, a slate from the membership of the Chamber containing at least a number of nominees equal to those Directors who are retiring from the Board.
- B. The Executive Director shall have a preliminary ballot prepared containing the nominees' names. This preliminary ballot will be submitted to the Board of Directors for approval at the regular meeting in December of each year.
- C. Upon approval of the preliminary ballot by the Board of Directors, and not later than 10 days after the December meeting, a ballot containing the names of all nominees for the Board of Directors will be sent to all active members of the Chamber for the purpose of voting for a number at least equal to those Directors who are retiring from the Board, each to serve for 3 years. All ballots shall be returned to the Chamber office within a 10-day period. All ballots returned will be tabulated by the Executive Committee and filed at the Chamber office.
- D. The Executive Committee will report the results of the tabulation at the regular meeting in January to the Board of Directors and those individuals receiving the largest number of votes, equal to the number of retiring from the Board of Directors, shall be declared as the members-elect of the Board and their 3-year term shall commence at the regular meeting of the Board of Directors in the month of February following the election.

#### **Section 5. Associate Directors (Ex-Officio)**

The President may, with the consent of the Board, appoint a maximum of 10 community leaders to a 1-year term as Associate Director (also known as Chamber Ambassadors) with non-voting privileges to help foster participation and partnerships between the Chamber and its members.

#### **Section 6: Replacement of Resigning Directors – Midterm**

If a director position becomes vacant, for whatever reason, the Executive Committee shall fill the remaining the position from the list of eligible Associate Directors as described in Article IV Section 5. If there is no eligible Associate Director available, then the President shall direct the Nominating Committee to present a list of nominees within 45 days to be confirmed by the Board of Directors. These nominees will be presented to the full Board of Directors at the earliest director's meeting. A quorum of directors is necessary to appoint a midterm director. Also, a midterm nominee does require simple majority, at least being fifty-one percent (51%) of all Directors of the Board in person or by proxy. A midterm director is appointed to fill portion of a regular 3-year term shall be eligible for nomination to a regular 3-year term upon completion of the first term if the remaining term has been at least fifty percent (50%) completed.

## Article V – Officers

### **Section 1. Elections**

The new Board of Directors, those newly elected and those with 1 and 2 years remaining on their terms, shall meet not later than the 15<sup>th</sup> day of January to elect from its membership, a President, 1<sup>st</sup> Vice President, who shall be the President-Elect, a 2<sup>nd</sup> Vice President, who shall be the Secretary, and a Treasurer. Nominations and elections shall be by ballot, rather than by poll. All such officers shall serve for a term of 1 year and shall assume their office at the regular meeting in the month of February following the election.

### **Section 2. Duties**

- A. President: The President shall be the executive head of this organization and shall preside at all meetings of the Chamber, of the Board of Directors, and of the Executive Committee, shall perform all duties incidental to that office, shall exercise general direction over the operation of the Chamber, shall appoint such special committees of task groups as may be required, shall sign all deeds, mortgages and notes upon approval of the Board of Directors as provided for in Article IV, Section 1, Paragraph B, shall continue to serve at the expiration of his term, for an additional 1 year on the Board of Directors and Executive Committee as provided for in Article IV, Section 3.
- B. 1<sup>st</sup> Vice President / President-Elect: The 1<sup>st</sup> Vice President/President-Elect shall act in the absence or disability of the President. In addition, he shall direct whatever phase of the Chamber's operations as may be assigned by the President.
- C. 2<sup>nd</sup> Vice President / Secretary: The 2<sup>nd</sup> Vice President/Secretary shall act in the absence of the President or President Elect. The 2<sup>nd</sup> Vice President/Secretary shall be charged with keeping minutes of all Board Meetings and Executive Committee Meetings in addition, shall direct whatever part of the Chamber's operations as may be assigned by the President.
- D. Treasurer: The Treasurer shall have WITH THE ASSISTANCE OF THE EXECUTIVE DIRECTOR, charge of all funds of the Chamber and shall possess 1 copy of the books of accounts, shall countersign all checks with Executive Director for payment of accounts due, shall cause to be rendered to the Board at the first meeting in March of each year, a financial review of the past year, shall act as chairperson of the Budget & Finance Committee, and if required by the Directors, shall give bond for the faithful performance of their duties in sum as required by the Board. Bond expenses to be paid by the Chamber.
- E. Executive Committee: The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, and the immediate Past President.

- F. Executive Director: The Executive Director shall be the administrative and executive officer and shall be charged with the supervision and management of the office and business affairs of the Chamber, shall perform the duties of the administrator, act as an agent, and shall conduct correspondence, preserve records, documents and communications, keep books of accounts, maintain accurate records of the Chamber, Board of Directors and Executive Committee meetings, shall engage and discharge and have supervision over all employees including fixing their duties and recommending compensation in accordance with the adopted budget, policies and procedures as approved by the Board of Directors. The Executive Director shall be employed by the Board of Directors. A two-thirds (2/3) vote of all Directors shall be required to initiate or terminate an employment. Compensation and allowances shall be determined by the Board of Directors and shall be subject to review annually at the December meeting.

### **Section 3. Replacement of Executive Committee Members – Midterm**

If an officer position becomes vacant, for whatever reason, then at the next director's meeting, the Board of Directors shall make nominate and elect the replacement from the Board of Directors membership. The nominations and elections shall be by ballot, rather than by poll. The newly elected officer will take office immediately. The only exception to this Section, is that if the Past President formally resigned from the Board of Directors, then in that case, the Past President would not be replaced until there is a new Past President.

## **Article VI – Committees**

### **Section 1. Designation & Appointments**

- A. Committees and task groups operating under the general supervision of the President shall conduct the major portion of the Chamber's Program of Work.
- B. The elected President shall review the accomplishments of the standing committees each year and add or delete committees for his term based on the needs of the membership. The President shall appoint the chairperson of each of standing committees from the membership of the Board prior to the first Directors' meeting in February.
- C. The chairperson of each standing committee shall appoint a full membership of the committees, no later than the first Directors' meeting in March.
- D. The President, as occasion demands, may appoint Special Committees or task groups to function for a special project or program. Such committees or groups to be automatically dissolved upon successful completion of the project or program.
- E. The President and/or 1<sup>st</sup> Vice-President, and the Executive Director shall be ex-officio members of all committees. However, the Executive Director cannot serve as chairperson on any committee.

### **Section 2. Budget**

The Budget & Finance Committee shall submit an estimated operating budget for the Chamber to the Board of Directors for approval no later than the first regular meeting in March of each year. Further, the Budget & Finance Committee is charged with the responsibility of conducting a review of the budget in July of each year and a written

report with appropriate recommendations will be submitted to the Board not later than the regular meeting in August of each year.

## **Article VII – Meetings**

### **Section 1. Annual Meeting**

The annual meeting of the Chamber shall be held within 60 days after the close of the fiscal year. The Board of Directors and notice thereof shall be sent to each member at least 10 days before the meeting notifying the time and place.

### **Section 2. Meetings**

- A. The Board of Directors shall meet monthly on a day, and at a place, to be decided by the common consent of its members, or at the discretion of the President or at the written request of any 15 members of the general membership body. These are open meetings, and any members may attend. Notice of request for a special meeting must be given to each director at least 1 day prior to the meeting.
- B. A member of the Board of Directors who shall be absent from 3 consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board, unless confined by illness or absence approved by the Board, at which point a successor shall be appointed as provided for in Article IV, Section 7.
- C. In open meetings, speaking shall be confined to 5 minutes and the floor shall not be yielded except by permission from the chairperson.
- D. Quorums
  - 1. General Membership: At any duly called general membership meeting of the Chamber, ten percent (10%) of the members in good standing, in attendance or vote by proxy shall constitute a quorum.
  - 2. Board of Directors: A simple majority, at least being fifty-one percent (51%) of the Directors of the Board shall constitute a quorum for the Board of Directors meeting.
  - 3. Committee Meetings: No quorum is required for committee meetings.

## **Article VIII – Finances**

### **Section 1. Fiscal Year**

The fiscal year of the Chamber shall close January 31<sup>st</sup> of each year. The books shall be reviewed with a written report made to the Board of Directors within 60 days of closure. All monies paid the Chamber shall be placed in a general operating fund, except that money subscribed or contributed for a specific purpose shall be designated and placed in the appropriate account.

## **Section 2. Disbursement**

- A. Budgeted Funds: Obligations and/or expenditures incurred under the appropriate budget heading shall be paid in accordance with the policies as adopted by the Board.
- B. Unbudgeted Funds:
  - 1. The President, with concurrence by a minimum of 1 other member of the Executive Committee, is authorized to spend up to a maximum of \$250.00 of unbudgeted funds, in case of emergency.
  - 2. The Board of Directors is restricted on expenditures of unbudgeted funds in excess of \$500.00 until the budget must has been brought up at regular meetings and is taken under advisement. All directors shall be advised of the impending vote.

## **Section 3. Resolutions**

- A. Resolutions seeking to expend funds of the Chamber in excess of those provided for in the approved budget must be submitted to the Board of Directors for study. No action shall be taken on these requests until the next regular meeting, except in the case of urgent business, then the request may be entrusted to the Executive Committee upon two-thirds (2/3) vote of the Executive Committee.
- B. Resolutions seeking to raise the funds of this organization shall be submitted to the appropriate committee. After careful study and consideration, the resolution must then be submitted to the Board of Directors for appropriate action.

## **Section 4. Parliamentary Procedure**

The proceedings of all Chamber meetings shall be governed by and conducted according to the latest edition of Robert's Rules of Order.

## **Article IX – Amendments**

### **Section 1. Procedure**

These bylaws may be amended or altered by a two-thirds (2/3) vote of the board of directors or by a majority of the members at any regular or special meetings, provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the board and the membership notified at least 10 days in advance of the meeting at which they are to be acted upon.

### **Section 2. Review**

The Executive Committee or a special committee appointed by the President shall examine these Bylaws every 3 years. A written report shall be submitted to the Board of Directors concurring with the present Bylaws or with recommendations for amendment.

## **Article X – Dissolution**

### **Section 1. Procedure**

The Chamber shall use its funds only to accomplish the objectives and purposes specified by the Bylaws, and no part of said funds shall inure, or be distributed to the members of the Chamber. On dissolution of the Chamber, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors.